

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY
NEWARK DIVISION

**U.S. SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

v.

**VUUZLE MEDIA CORP.,
RONALD SHANE FLYNN, AND
RICHARD MARCHITTO,**

Defendants.

Civil Action No. 2:21-cv-01226-KSH-CLW

DECLARATION OF SCOTT ROBERT BRINLEY

I, SCOTT ROBERT BRINLEY, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a United States citizen and resident of Jackson, New Jersey. I make this declaration based on my personal knowledge.
2. I hold a bachelor's degree in electrical engineering. My current job is to provide information technology support for the National Weather Service, where I have worked for the past 10 years.
3. I first learned of the company, Vuuzle Media Corp., around early 2019, when I received a cold call from Christopher Pettit ("Pettit") a Vuuzle representative, who claimed to offer me an opportunity to invest in the company.
4. During that conversation and in subsequent communications over the following months, Pettit made representations to me about Vuuzle and the investment opportunity. He directed me to at least two websites located at www.vuuzlemediacorp.com and www.vuuzlelive.com, which contained additional information about Vuuzle. Pettit and

the websites described Vuuzle’s business model as a sort of “global Netflix,” in which viewers could access VuuzleTV.com online, as well as through a Vuuzle TV mobile application, to stream television, movies, music, fashion, news, and other forms of entertainment. Based on these representations, I understood that Vuuzle would earn revenue from advertising. Pettit represented that Vuuzle was rapidly growing, successful, and that I could expect that Vuuzle would have an initial public offering (“IPO”) on a public stock exchange by November 2019.

5. On the basis of these representations, I purchased 200 shares of Vuuzle for \$1,000 via an electronic funds transfer from my bank account to Vuuzle’s bank account with JP Morgan Chase Bank in New York on April 9, 2019. Around the time of my investment, I received an email from a Vuuzle employee named Christina Mendoza, who identified herself as Pettit’s secretary. The email contained an attached subscription agreement, along with instructions for filling it out.
6. One of these instructions directed me to check one of the “accredited investor” paragraphs on the subscription agreement. No one at Vuuzle told me what an accredited investor is and I did not know whether I was one. During our communications, I told Pettit that I was not a broker – just an “average Joe” looking to make a good investment. Nonetheless, Pettit told me that I needed to check that I was an accredited investor in order to buy Vuuzle shares. I trusted that Pettit would give me appropriate instructions to fill out the forms, so I followed his instruction and checked the box. After I completed the subscription agreement, I faxed it to Pettit’s secretary, Christina Mendoza, at the fax number I was provided. A copy of my completed subscription agreement, along with the fax cover sheet, is attached as **SRB Exhibit 1**.

7. The subscription agreement that I signed defines an accredited investor in terms of the amount of annual income or total assets held. I am not an accredited investor and I was not an accredited investor at the time I invested in Vuuzle.
8. After that first investment in April 2019, I began to receive emails from Vuuzle – sometimes several in a single day – touting Vuuzle, its products, and the planned IPO. I also continued to communicate with Pettit by phone and email. Examples of two of these emails are attached as **SRB Exhibits 2a and 2b, and 3.**
9. Around this same time, I was introduced by phone to an individual who called himself “Ronnie Shane.” He claimed he was welcoming me as an initial investor in Vuuzle. Although he always referred to himself as “Ronnie Shane” when speaking with me, I have since seen others refer to him as Ronald Shane Flynn (“Flynn”). Flynn told me that he was the “founder” and largest shareholder of Vuuzle, and that he was behind the technology at Vuuzle. Flynn also told me that he had brought to Vuuzle, people from Yahoo, AOL, and Google to help Vuuzle “conquer the global media industry.”
10. Although he was not listed as an officer or director on any Vuuzle documents, Flynn seemed to be the person in control of the company. Whenever I had questions about my investment or about the technology described in Vuuzle’s emails, that Pettit could not answer, he referred me to Flynn.
11. Throughout this time, I communicated with Pettit and Flynn by phone and they told me that they expected Vuuzle’s IPO price would be \$20 a share or more; that I would quadruple my investment; and that I could expect to receive dividends after the Vuuzle IPO that would occur by November 2019.

12. On the basis of these and other representations by Flynn, Pettit, and others, I believed Vuuzle was doing well, so I invested more money.
13. Between April 9, 2019 and July 12, 2019, I made a total of four investments in Vuuzle via electronic funds transfers from my bank account to Vuuzle's bank account with JP Morgan Chase Bank in New York. I did not sign any additional subscription agreements apart from the one I signed for my first investment. Shortly after I transferred the funds, I would receive an email confirming receipt of my funds from Vuuzle's treasury department head Zita Camayra and her secretary Elaine G. Aspiras. An example of one of these emails is attached as **SRB Exhibit 4**.
14. As of today, my total investment in Vuuzle is \$5,500, which is a significant amount of money to me. The funds for those investments came from my savings.
15. Based on the communications with Flynn, Pettit and others at Vuuzle, I understood that my investment would be used to build and grow Vuuzle's business, so that it would earn revenue. No one told me that anyone would be paid a commission from my Vuuzle investment. No one told me that anyone at Vuuzle would use my money for their personal living expenses.
16. On the basis of these and other representations, I told friends about Vuuzle, and two of them informed me that they also invested small amounts in Vuuzle during the summer of 2019. As a reward for bringing in new investors, Vuuzle granted me 20 additional shares and 400 additional options to purchase Vuuzle shares at \$2.50 a share. I have not exercised these options. I am now sorry I introduced my friends to Vuuzle because I now believe Vuuzle is fraud and that none of us is ever going to get our money back.

17. Following my last investment and the investments of my friends, I held a total of 1,720 Vuuzle shares and 1,400 warrant options. A summary of my investments, which was sent to me by Vuuzle's treasury department is attached as **SRB Exhibit 5**.
18. On August 21 2019, I received an email from a Vuuzle "Founder's office executive secretary" named Rosheil Blando, announcing that Vuuzle hired a transfer agent and that a Vuuzle IPO was imminent. The email instructed me to answer a series of questions about how I wanted my stock handled in the IPO. A copy of this email is attached as **SRB Exhibit 6**.
19. I received another email on August 22, asking me to respond to the same series of questions. I emailed response to both emails and I wrote to confirm that Vuuzle received my answers to the questions. A copy of this email exchange is attached as **SRB Exhibit 7**. I never heard anything back on this and Vuuzle did not go public.
20. Over the next few months, I communicated with Pettit by phone and asked him what was happening with the IPO and why it was delayed. Instead of answering, Pettit told me to speak with Flynn. I tried to contact Flynn several times with my questions, but he was very difficult to reach. When I finally reached Flynn in late 2019, he did not provide me with any clear information on why the IPO was delayed, yet he assured me the IPO was on track and I should expect it sometime in early 2020.
21. Around May 2020, Flynn, Pettit, and others at Vuuzle, once again announced that Vuuzle was preparing for an IPO – this time, in Sweden. In phone calls and emails, Pettit told me that Vuuzle was merging with an entity in Sweden with the same name, and that Vuuzle Sweden would make an IPO on the Swedish stock exchange. When I asked Pettit why Vuuzle was going public in Sweden instead of the United States, he told me it was

for tax reasons. I did not understand what this meant, but I was hopeful that this time I would finally be able to make money on my investment. An example of an email describing the Swedish IPO and its attachments are attached as **SRB Exhibits 8a through 8d.**

22. Over the next few months following this May 2020 announcement, Flynn and Pettit called me on the phone, and Pettit also emailed me, urging me to purchase additional shares of Vuuzle and to exercise my warrant options. In these communications, Pettit told me that he held tens of thousands of shares, and he expected to be rich following the IPO. I also continued to receive emails from Vuuzle “executive secretaries” which claimed that Vuuzle was continuing to grow, and referenced “partnerships” with large companies like Verizon. An example of one of these emails, along with its attachment, that I received from Joydee Reyes is attached as **SRB Exhibits 9a and 9b.**
23. By that time, I was not interested in buying more shares of Vuuzle because I was no longer sure I could trust the company. I had invested because Flynn and Pettit told me that I would make money on an IPO in November 2019, which had not happened. And no one at Vuuzle had ever explained to me clearly why the IPO did not happen. Moreover, I could not afford to buy more, even if I wanted to because I did not have the money to spare.
24. I was more interested in ensuring that my existing stock in Vuuzle would be converted to the new Swedish entity so that I could participate in that IPO. However, neither Pettit nor Flynn gave me any clear instruction on how to convert my shares to Vuuzle Sweden. Instead, Pettit and Flynn pressured me to send more money to Vuuzle. For instance, on August 22, 2020, Pettit responded to my request for information with an email explaining

that I could exercise my warrants to buy more shares of Vuuzle. This email is attached as **SRB Exhibit 10**. That same day, Pettit emailed me information about a new Vuuzle bank account at Noor Bank in the United Arab Emirates to which I could “make the payments for [my] warrants.” This email and its attachment are attached as **SRB Exhibits 11a and 11b**.

25. In September 2020, Vuuzle notified me via a series of emails that it had hired another transfer agent to assist investors in transferring shares from the U.S. Vuuzle entity to the Swedish Vuuzle entity. Examples of these emails and attachments are attached as **SRB Exhibits 12a and 12b, and 13**.
26. After the September 2020 emails, I waited for instructions on how to transfer my U.S Vuuzle shares to Vuuzle Sweden, but they never came. Instead, on November 25, 2020, Roda Madayag – another “founder’s office executive secretary” – sent an email announcing that Vuuzle had assigned all of its intellectual property to another new Vuuzle entity – called “Vuuzle Media Corp. Limited” – this time located in the UAE. In the email, I was instructed to sign an agreement with an entity I had never heard of called “New Formula TV Limited” to hold my current Vuuzle shares with the new UAE Vuuzle entity. One of the contracts attached to the email reflects that Flynn signed the contract on behalf of Vuuzle. In the email, Vuuzle told me that I had five days to sign and return the investment agreement, and that if I did not agree within those five days, Vuuzle would consider me to have agreed anyway. This email and its attachments are attached as **SRB Exhibits 14a through 14d**.
27. I did not understand what was happening with Vuuzle, but I did not want to miss out on any opportunity to get my money back. In any event, I felt that I had no choice, and that

Vuuzle and Flynn were going to do what they wanted no matter what, so I signed the agreement. My signed agreement is attached as **SRB Exhibit 15**.

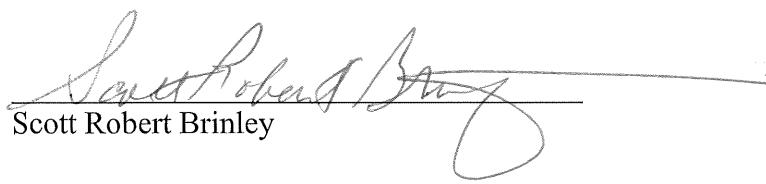
28. On January 27, 2021, Vuuzle's treasury head, Zita Camayra, and her secretary, Lyra Lauderez, sent me an email with a new stock certificate attached. This new stock certificate reflected that my original 1,720 shares of Vuuzle were now held in the UAE entity called "Vuuzle Media Corp. Limited." The stock certificate also reflected that my shares were being held by a company called "New Formula Chanel" on my behalf, but was signed by Vuuzle treasury head Camayra, as "nominee for the corporation." This email and its attachment are attached as **SRB Exhibits 16a and 16b**.
29. Around April 2021, Vuuzle began bombarding me with emails announcing that it was creating what it called a "VUCO token" which it was going to use to "digitize" investments and draw in new investors. Some of these emails provided links to press releases available to the public online. Two examples of these emails, which were sent by "Founder's office executive secretary" Judelle Ayra Conception, are attached as **SRB Exhibits 17 and 18**.
30. I don't know anything about crypto coins or cryptocurrencies, so I contacted Pettit by phone and asked about these announcements. He assured me that the token was real and likely to skyrocket to a price of \$88 per token once it was freely tradable. When I asked more questions about how the token would be valued and how that process would work, Pettit directed me to Flynn. When I reached Flynn by phone, he made the same claims that the token was valuable and would be making lots of money. However, he did not explain how the token was valued, how I would be able to trade the token, or who would even want to buy the token once it was freely tradable.

31. Instead, Flynn (by phone) and Pettit (by phone and email) continued to urge me to invest more money with Vuuzle. For example, in my phone calls with Flynn to try to get clarification on the VUCO token, he emphasized how much money I could make on the VUCO token, and he told me that he would reserve more shares for me that could be converted to the token.
32. Similarly, on May 10, 2021, Pettit sent me an email about buying additional shares of Vuuzle that could be converted to the VUCO coin/token. In his email, Pettit claimed that he had already reserved 10,000 shares for me at a special price of \$2.50 a share. Attached to the email was a document providing account information for a new Vuuzle bank account located at TD Bank N.A., where I was directed to send my funds. This email and its attachment are attached as **SRB Exhibits 19a and 19b**. At this point, Vuuzle's story had changed so many time that I was no longer sure of Flynn's, Pettit's and the company's legitimacy and I could not afford to lose more money if the company turned out to be a sham. I did not agree to invest any more money with Vuuzle.
33. On June 29, 2021, Vuuzle sent me an email with some attachments, one of which was an "investment agreement" between the Vuuzle entity in the UAE, Flynn, and an "investor," which I assumed was supposed to be me. Under the terms of the attached investment agreement, I would be converting my Vuuzle shares into VUCO tokens/coins. Once again, I was given five days to sign and return the investment agreement. If I did not agree within those five days, Vuuzle said that it would consider me to have agreed anyway. This email and its attachments are attached as **SRB Exhibits 20a through 20d**.
34. Once again, I felt I had no choice about my Vuuzle shares. It seemed clear to me that the company and Flynn would do whatever they wanted whether I agreed or not. So, I

signed the document and agreed to have my 1,720 shares of Vuuzle stock converted to 1,720 VUCO tokens/coins. My signed agreement is attached as **SRB Exhibit 21**.

35. After I signed and returned the new investment agreement, Pettit and one of Flynn's secretaries, Judelle Ayra Conception, instructed me by phone and email on how to receive the tokens. They assisted me in setting up an online account through a web application called "MetaMask," through which I could access an electronic wallet that could hold my VUCO tokens/coins. Following their instructions, I set up an account on MetaMask. When I log in to the account, I can see that it holds 1,720 VUCO tokens, equal to the number of the shares I held in the original Vuuzle entity. A screenshot I took of my account on July 23, 2019 is attached as **SRB Exhibit 22**.
36. As of the date of this declaration, I have not received any part of my investment back. Flynn, Pettit, and others at Vuuzle told me that once Vuuzle went public, I would receive dividends on my investment, but I never received dividends. Vuuzle has not gone public on any exchange. I have never received any audited financial statements for Vuuzle. Right now, all I have is a MetaMask "wallet" that contains 1,720 VUCO tokens/coin, which don't appear to have any actual value, and which to the best of my knowledge I cannot trade or exchange.
37. Based on my communications with Flynn, Pettit, and other persons who represented to me that they worked for or with Vuuzle, I believe that I was misled and lied to about the so-called investment opportunities they claimed I would have. None of their claims materialized. Whenever I asked for explanations, I was told to invest more money. I believe now that I was defrauded by Flynn, Pettit and others at Vuuzle.

I declare under penalty of perjury that the foregoing is true and correct, and that this declaration was executed this 7 day of September, 2021, in Jackson, New Jersey.



Scott Robert Brinley

